

000819 08/29/2001W. R. GRACE & CO. & SUBSIDIARIES

GRACE (NZ) LTD.

65-0773649

Form 5471 (Rev. 1-99)

Page 3

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See page 4 of instructions.)

(a) Name of country or U.S. possession		Amount of tax		
		(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1	U.S.			
2	NEW ZEALAND	403,200.	0.4042659	163,000.
3				
4				
5				
6				
7				
8	Total			163,000.

Schedule F Balance Sheet**Important:** Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1	Cash	949,725.	354,562.
2a	Trade notes and accounts receivable	320,633.	200,150.
b	Less allowance for bad debts	(-139,822.)	(-305,010.)
3	Inventories	165,065.	89,419.
4	Other current assets (attach schedule) SEE STATEMENT 3	12,300.	12,118.
5	Loans to stockholders and other related persons		
6	Investment in subsidiaries (attach schedule)		
7	Other investments (attach schedule)	0.	0.
8a	Buildings and other depreciable assets	582,969.	539,932.
b	Less accumulated depreciation	(250,963.)	(234,002.)
9a	Depletable assets		
b	Less accumulated depletion	()	()
10	Land (net of any amortization)	228,439.	196,121.
11	Intangible assets:		
a	Goodwill		
b	Organization costs		
c	Patents, trademarks, and other intangible assets		
d	Less accumulated amortization for lines 11a, b, and c	()	()
12	Other assets (attach schedule) SEE STATEMENT 4	57,285.	62,462.
13	Total assets	2,205,275.	1,525,772.
Liabilities and Stockholders' Equity			
14	Accounts payable	172,993.	26,357.
15	Other current liabilities (attach schedule) SEE STATEMENT 5	1,151,600.	822,485.
16	Loans from stockholders and other related persons	434,239.	119,870.
17	Other liabilities (attach schedule)	0.	0.
18	Capital stock:		
a	Preferred stock		
b	Common stock	219,300.	188,275.
19	Paid-in or capital surplus (attach reconciliation)	0.	
20	Retained earnings	227,143.	368,785.
21	Less cost of treasury stock	()	()
22	Total liabilities and stockholders' equity	2,205,275.	1,525,772.
Does the foreign corporation have an interest in a partnership or trust?		Yes	<input checked="" type="checkbox"/> No

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GRACE (NZ) LTD.

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Schedule H **Current Earnings and Profits** (See page 5 of the instructions. Enter the amounts on lines 1 through 5c in functional currency.)

1	Current year net income or (loss) per foreign books of account.....	1	421,951.
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
		Net Additions	Net Subtractions
a	Capital gains or losses.....		
b	Depreciation and amortization.....		
c	Depletion.....		
d	Investment or incentive allowance.....		
e	Charges to statutory reserves.....		
f	Inventory adjustments.....		
g	Taxes.....		
h	Other (attach schedule).....SEE STATEMENT 6.....	3.	0.
3	Total net additions.....	3.	
4	Total net subtractions.....		0.
5a	Current earnings and profits (line 1 plus line 3 minus line 4).....	5a	421,954.
b	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions).....	5b	
c	Combine lines 5a and 5b.....	5c	421,954.
d	Current earnings and profits in U.S. dollars (line 5c translated at the exchange rate as defined in section 989(b) and the related regulations)(see instructions).....	5d	190,044.
	Enter exchange rate used for line 5d ▶		0.4503900

Schedule I **Summary of Shareholder's Income From Foreign Corporation** (See page 5 of the instructions.)

1	Subpart F income (line 40b, Worksheet A in the instructions).....	1	
2	Earnings invested in U.S. property (line 17, Worksheet B in the instructions).....	2	
3	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions).....	3	
4	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions).....	4	
5	Factoring income.....	5	
6	Total of lines 1 through 5. Enter here and on your income tax return.....	6	0.
7	Dividends received (translated at spot rate on payment date under section 989(b)(1)).....	7	
8	Exchange gain or (loss) on a distribution of previously taxed income.....	8	

• Was any income of the foreign corporation blocked? Yes ☐ No ☒

• Did any become unblocked during the tax year (see section 964(b))? Yes ☐ No ☒

If the answer to either question is "Yes," attach an explanation.

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**SCHEDULE J
(Form 5471)**(Rev. January 1999)
Department of the Treasury
Internal Revenue Service**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

▶ Attach to Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE (NZ) LTD.

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1 Balance at beginning of year	1,202,744.	482,359.				1,685,103.
2a Current year E&P	421,954.					
b Current year deficit in E&P						
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	1,624,698.	482,359.				
4 Amounts included under section 951(a) or reclassified under sec. 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	1,624,698.	482,359.				
7 Balance at end of year (Enter amount from line 6a or line 6b, whichever is applicable)	1,624,698.	482,359.	0.	0.	0.	2,107,057.

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Schedule J (Form 5471) (Rev. 1-99)

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SCHEDULE M
(Form 5471)
 (Rev. January 1999)
 Department of the Treasury
 Internal Revenue Service

**Transactions Between Controlled Foreign Corporation and
 Shareholders or Other Related Persons**

OMB No. 1545-0704

► Attach to Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE (NZ) LTD.

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals (in U.S. dollars) for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). Translate all amounts from functional currency to U.S. dollars using the appropriate exchange rate for the tax year of the foreign corporation. See page 9 of the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ► New Zealand Dollar 0.4503900

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade (inventory)					
2 Sales of property rights (patents, trademarks, etc.)					
3 Compensation received for technical, managerial, engineering, construction, or like services					
4 Commissions received					
5 Rents, royalties, and license fees received					
6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income)					
7 Interest received					
8 Premiums received for insurance or reinsurance					
9 Add lines 1 through 8	0.	0.	0.	0.	0.
10 Purchases of stock in trade (inventory)	1,000.				
11 Purchases of tangible property other than stock in trade					
12 Purchases of property rights (patents, trademarks, etc.)					
13 Compensation paid for technical, managerial, engineering, construction, or like services	42,000.				
14 Commissions paid					
15 Rents, royalties, and license fees paid	23,000.				
16 Dividends paid					
17 Interest paid			13,000.		
18 Add lines 10 through 17	66,000.	0.	13,000.	0.	0.
19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions . . .			1,223,000.		
20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions . . .					

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Schedule M (Form 5471) (Rev. 1-99)

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W. R. GRACE & CO. & SUBSIDIARIES
GRACE (NZ) LTD.

Statement 1
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
-----	-----	-----
OPERATING REVENUE	1,211	545
OTHER INCOME	-798	-359
	-----	-----
Total	413	186
	=====	=====

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W. R. GRACE & CO. & SUBSIDIARIES
GRACE (NZ) LTD.

Statement 2
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION	13,856	6,241
CHARITABLE DEDUCTIONS	2,539	1,144
ADVERTISING	14,722	6,631
GENERAL STATIONARY AND SU	13,028	5,868
TELEPHONE COMMUNICATIONS	109,468	49,303
OPERATING COSTS	48,908	22,028
UTILITIES	2,854	1,285
REPAIRS AND MAINTENANCE	3,821	1,721
INSURANCE	36,000	16,214
SERVICE CHARGES	16,588	7,471
INTER CORP. - OTHER EXP.	95,311	42,927
EXPENSE TRANSFERS	1	
Total	357,096	160,833

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W. R. GRACE & CO. & SUBSIDIARIES
GRACE (NZ) LTD.

Statement 3
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
-----	-----	-----
OTHER PREPAYMENTS AND OTH	12,126	11,969
CURRENT DEFERRED TAXES	174	149
	-----	-----
Total	12,300	12,118
	=====	=====

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W. R. GRACE & CO. & SUBSIDIARIES
GRACE (NZ) LTD.

Statement 4
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 12 -- Other Assets

Detail Description	Beginning	Ending
DEFERRED CHARGES	52,070	57,985
NON CURRENT DEFERRED TAXE	5,215	4,477
Total	57,285	62,462

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GRACE (NZ) LTD.

Statement 5
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
-----	-----	-----
ACCEPTANCE PAYABLE	183,469	353,062
INCOME TAXES PAYABLE	2,375	180,656
ACCRUED CURRENT LIABILITIES	176,914	98,366
INTER CORPORATE BAL. WITH	788,842	190,401
-----	-----	-----
Total	1,151,600	822,485
	=====	=====

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W. R. GRACE & CO. & SUBSIDIARIES
GRACE (NZ) LTD.

Statement 6
65-0773649

Tax Year Ended 12/31/2000

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Other Net Additions (Schedule H, Line 2h)

Description	Amount
-----	-----
Other Net Additions	3

Total	3
	=====

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Form **5471**

(Rev. January 1999)

Department of the Treasury
Internal Revenue Service**Information Return of U.S. Persons With
Respect To Certain Foreign Corporations**

▶ See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by
section 898) (see instructions) beginning 01/01, 2000, and ending 12/31, 2000

OMB No. 1545-0704

File In Duplicate(see **When and
Where To File** in the
instructions)

Name of person filing this return W. R. GRACE & CO. & SUBSIDIARIES		A Identifying number 65-0773649
Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address) 5400 BROKEN SOUND BLVD. - SUITE 300		B Category of filer (See page 2 of the instructions. Check applicable box(es):) (1) <input type="checkbox"/> (2) <input type="checkbox"/> (3) <input type="checkbox"/> (4) <input checked="" type="checkbox"/> (5) <input checked="" type="checkbox"/>
City or town, state, and ZIP code BOCA RATON, FL 33487		C Enter the total percentage of voting stock of the foreign corporation you owned at the end of its annual accounting period 100%
Filer's tax year beginning 01/01, 2000, and ending 12/31, 2000		

D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information **MUST** be in the English language. All amounts **MUST** be stated in U.S. dollars unless otherwise indicated.

Enter the foreign corporation's functional currency ▶ Philippines Peso

1a Name and address of foreign corporation W.R. GRACE (PHILIPPINES) SILANGANG CANLUBAG INDUSTRIAL PARK CANLUBAG, CALAMBA, LAGUNA, PHILIPPINES		b Employer identification number, if any
c Country under whose laws incorp. PHILIPPINES		
d Date of incorporation 11/23/65	e Principal place of business PHILLIPPINES	f Principal business activity code number (NEW) 325900
g Principal business activity OTHER CHEMICAL PRODUCT MFG		

2 Provide the following information for the foreign corporation's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States NONE		b If a U.S. income tax return was filed, please show:	
		(i) Taxable income or (loss)	(ii) U.S. income tax paid (after all credits)
c Name and address of foreign corporation's statutory or resident agent in country of incorporation OSEAS F. MADUCDOC 13 DIAMON STREET, CAMELLA 3C LAS PINAS CITY, PHILIPPINES		d Name and address (including corporate department, if applicable) of person (or persons) with custody of books & records of the foreign corporation, and the location of such books and records, if different GUILLERMO D. SAMALEA, JR. 510 MODERN VILLAGE, P. RIZAL CALAMBA, LAGUNA, PHILIPPINES	

Schedule A Stock of the Foreign Corporation**Part I -- ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
COMMON	15,500	15,500

Part II -- Additional Information for PREFERRED Stock(To be completed **only** by Category (1) filers for foreign personal holding companies.)

(a) Description of each class of PREFERRED stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

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W.R. GRACE (PHILIPPINES)

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Form 5471 (Rev. 1-99)

Page 3

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See page 4 of instructions.)			
(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			
2 Philippines	3,465,733.	0.0224098	77,666.
3			
4			
5			
6			
7			
8 Total			77,666.

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash		334,947.	446,445.
2a Trade notes and accounts receivable		2,130,760.	1,708,110.
b Less allowance for bad debts		(120,223.)	(123,372.)
3 Inventories		1,180,318.	1,117,372.
4 Other current assets (attach schedule)	SEE STATEMENT 3	636,432.	56,182.
5 Loans to stockholders and other related persons			
6 Investment in subsidiaries (attach schedule)			
7 Other investments (attach schedule)	SEE STATEMENT 4	110,226.	63,825.
8a Buildings and other depreciable assets		3,657,952.	3,113,203.
b Less accumulated depreciation		(1,962,856.)	(1,810,558.)
9a Depletable assets			
b Less accumulated depletion		()	()
10 Land (net of any amortization)			
11 Intangible assets:			
a Goodwill		97,131.	78,171.
b Organization costs			
c Patents, trademarks, and other intangible assets		579,361.	466,267.
d Less accumulated amortization for lines 11a, b, and c		(607,286.)	(490,695.)
12 Other assets (attach schedule)	SEE STATEMENT 5	343,713.	240,149.
13 Total assets		6,380,475.	4,865,099.
Liabilities and Stockholders' Equity			
14 Accounts payable		522,010.	497,941.
15 Other current liabilities (attach schedule)	SEE STATEMENT 6	25,944.	-26,632.
16 Loans from stockholders and other related persons		4,212,651.	4,084,680.
17 Other liabilities (attach schedule)	SEE STATEMENT 7	-109,450.	0.
18 Capital stock:			
a Preferred stock			
b Common stock		154,616.	124,434.
19 Paid-in or capital surplus (attach reconciliation)		0.	
20 Retained earnings		1,574,704.	184,676.
21 Less cost of treasury stock		()	()
22 Total liabilities and stockholders' equity		6,380,475.	4,865,099.
Does the foreign corporation have an interest in a partnership or trust?			Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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W.R. GRACE (PHILIPPINES)

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Page 4

Schedule H Current Earnings and Profits (See page 5 of the instructions. Enter the amounts on lines 1 through 5c in functional currency.)

1	Current year net income or (loss) per foreign books of account	1	-53,943,361.
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
		Net Additions	Net Subtractions
a	Capital gains or losses		
b	Depreciation and amortization		
c	Depletion		
d	Investment or incentive allowance		
e	Charges to statutory reserves		
f	Inventory adjustments		
g	Taxes	27,568,862.	
h	Other (attach schedule)	0.	2.
3	Total net additions	27,568,862.	
4	Total net subtractions		2.
5a	Current earnings and profits (line 1 plus line 3 minus line 4)	5a	-26,374,501.
b	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)	5b	
c	Combine lines 5a and 5b	5c	-26,374,501.
d	Current earnings and profits in U.S. dollars (line 5c translated at the exchange rate as defined in section 989(b) and the related regulations)(see instructions)	5d	-591,053.
	Enter exchange rate used for line 5d ▶		0.0224100

Schedule I Summary of Shareholder's Income From Foreign Corporation (See page 5 of the instructions.)

1	Subpart F income (line 40b, Worksheet A in the instructions)	1	
2	Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	2	
3	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5	Factoring income	5	
6	Total of lines 1 through 5. Enter here and on your income tax return	6	0.
7	Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8	Exchange gain or (loss) on a distribution of previously taxed income	8	

• Was any income of the foreign corporation blocked? Yes ☐ No ☒

• Did any become unblocked during the tax year (see section 964(b))? Yes ☐ No ☒

If the answer to either question is "Yes," attach an explanation.

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**SCHEDULE J
(Form 5471)**(Rev. January 1999)
Department of the Treasury
Internal Revenue Service**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

► Attach to Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

W.R. GRACE (PHILIPPINES)

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1 Balance at beginning of year	25,093,277.	28,435,832.				53,529,109.
2a Current year E&P						
b Current year deficit in E&P	26,374,501.					
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	-1,281,224.	28,435,832.				
4 Amounts included under section 951(a) or reclassified under sec. 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	-1,281,224.	28,435,832.				
7 Balance at end of year (Enter amount from line 6a or line 6b, whichever is applicable)	-1,281,224.	28,435,832.	0.	0.	0.	27,154,608.

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Schedule J (Form 5471) (Rev. 1-99)

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**SCHEDULE M
(Form 5471)**(Rev. January 1999)
Department of the Treasury
Internal Revenue Service**Transactions Between Controlled Foreign Corporation and
Shareholders or Other Related Persons**

OMB No. 1545-0704

► Attach to Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

W.R. GRACE (PHILIPPINES)

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals (in U.S. dollars) for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). Translate all amounts from functional currency to U.S. dollars using the appropriate exchange rate for the tax year of the foreign corporation. See page 9 of the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ► Philippines Peso 0.0224100

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade (inventory)			1,313,532.		
2 Sales of property rights (patents, trademarks, etc.)					
3 Compensation received for technical, managerial, engineering, construction, or like services		78,183.	812,603.		
4 Commissions received					
5 Rents, royalties, and license fees received					
6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income)					
7 Interest received					
8 Premiums received for insurance or reinsurance					
9 Add lines 1 through 8	0.	78,183.	2,126,135.	0.	0.
10 Purchases of stock in trade (inventory)		130,179.	910,836.		
11 Purchases of tangible property other than stock in trade					
12 Purchases of property rights (patents, trademarks, etc.)					
13 Compensation paid for technical, managerial, engineering, construction, or like services					
14 Commissions paid					
15 Rents, royalties, and license fees paid		93,560.			
16 Dividends paid					
17 Interest paid		372,364.			
18 Add lines 10 through 17	0.	596,103.	910,836.	0.	0.
19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions . .		4,192,484.			
20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions . .					

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Schedule M (Form 5471) (Rev. 1-99)

CAA 9 5471M1 NTF 20515A

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000766 08/29/2001
W. R. GRACE & CO. & SUBSIDIARIES
W.R. GRACE (PHILIPPINES)

Statement 1
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
-----	-----	-----
OTHER INCOME	-35,176,731	-788,311
	-----	-----
Total	-35,176,731	-788,311
	=====	=====

000766 08/29/2001
 W. R. GRACE & CO. & SUBSIDIARIES
 W.R. GRACE (PHILIPPINES)

Statement 2
 65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION	6,193,032	138,786
CHARITABLE DEDUCTIONS	23,200	520
ADVERTISING	4,598,721	103,057
GENERAL STATIONARY AND SU	2,395,630	53,686
TELEPHONE COMMUNICATIONS	22,010,382	493,253
OPERATING COSTS	9,188,513	205,915
UTILITIES	1,404,442	31,474
REPAIRS AND MAINTENANCE	1,195,598	26,793
INSURANCE	2,608,112	58,448
SERVICE CHARGES	5,960,872	133,583
EXPENSE TRANSFERS	868,479	19,463
AMORTIZATION CHARGES	97,373	2,182
OTHER DEDUCTIONS	2,033,664	45,574
INTER CORP. - OTHER EXP.	3,983,365	89,267
Total	62,561,383	1,402,001

000766 08/29/2001
W. R. GRACE & CO. & SUBSIDIARIES
W.R. GRACE (PHILIPPINES)

Statement 3
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
-----	-----	-----
OTHER PREPAYMENTS AND OTH	194,681	56,182
CURRENT DEFERRED TAXES	441,751	
	-----	-----
Total	636,432	56,182
	=====	=====

000766 08/29/2001
W. R. GRACE & CO. & SUBSIDIARIES
W.R. GRACE (PHILIPPINES)

Statement 4
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 7 -- Other Investments

Detail Description	Beginning	Ending
MISCELLANEOUS INVESTMENTS	110,226	63,825
Total	110,226	63,825

000766 08/29/2001
W. R. GRACE & CO. & SUBSIDIARIES
W.R. GRACE (PHILIPPINES)

Statement 5
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 12 -- Other Assets

Detail Description	Beginning	Ending
-----	-----	-----
DEFERRED CHARGES	343,713	240,149
	-----	-----
Total	343,713	240,149
	=====	=====

000766 08/29/2001
W. R. GRACE & CO. & SUBSIDIARIES
W.R. GRACE (PHILIPPINES)

Statement 6
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
ACCEPTANCE PAYABLE	68,415	29,268
INCOME TAXES PAYABLE	-40,391	-308
ACCRUED CURRENT LIABILITI	430,368	290,413
INTER CORPORATE BAL. WITH	-432,448	-346,005
Total	25,944	-26,632

000766 08/29/2001
W. R. GRACE & CO. & SUBSIDIARIES
W.R. GRACE (PHILIPPINES)

Statement 7
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 17 -- Other Liabilities

Detail Description	Beginning	Ending
-----	-----	-----
NON CURRENT DEFERRED TAX	-109,450	
	-----	-----
Total	-109,450	0
	=====	=====

000766 08/29/2001
W. R. GRACE & CO. & SUBSIDIARIES
W.R. GRACE (PHILIPPINES)

Statement 8
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 4 Schedules

Other Net Subtractions (Schedule H, Line 2h)

Description	Amount
-----	-----
Other Net Subtractions	2

Total	2
	=====

000417 08/29/2001

Form **5471**

(Rev. January 1999)

Department of the Treasury
Internal Revenue Service**Information Return of U.S. Persons With
Respect To Certain Foreign Corporations**

► See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by section 898) (see instructions) beginning 01/01, 2000, and ending 12/31, 2000

OMB No. 1545-0704

File in Duplicate(see **When and
Where To File** in the
instructions)

Name of person filing this return

W. R. GRACE & CO. & SUBSIDIARIES

A Identifying number

65-0773649

Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address)

5400 BROKEN SOUND BLVD. - SUITE 300

B Category of filer (See page 2 of the instructions. Check applicable box(es)):(1) ☐ (2) ☐ (3) ☐ (4) ☒ (5) ☒

City or town, state, and ZIP code

BOCA RATON, FL 33487

C Enter the total percentage of voting stock of the foreign corporation

you owned at the end of its annual accounting period 100%

Filer's tax year beginning 01/01, 2000, and ending 12/31, 2000

D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information **MUST** be in the English language. All amounts **MUST** be stated in U.S. dollars unless otherwise indicated.

Enter the foreign corporation's functional currency ► Polish Zloty

1a Name and address of foreign corporationGRACE SP. ZOO.
NIEDZWIEDZIA ST. 10A
02-737 WARSAW, POLAND**b** Employer identification number, if any**c** Country under whose laws incorp.
POLAND**d** Date of incorporation

1/20/98

e Principal place of business

POLAND

f Principal business activity
code number (NEW)

325900

g Principal business activityOTHER CHEMICALS
PRODUCT MFG**2** Provide the following information for the foreign corporation's accounting period stated above.**a** Name, address, and identifying number of branch office or agent
(if any) in the United States**b** If a U.S. income tax return was filed, please show:

(i) Taxable income or (loss)

(ii) U.S. income tax paid
(after all credits)**c** Name and address of foreign corporation's statutory or resident
agent in country of incorporation**d** Name and address (including corporate department, if applicable) of
person (or persons) with custody of books & records of the foreign
corporation, and the location of such books and records, if different**Schedule A Stock of the Foreign Corporation****Part I — ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
COMMON	4,000	4,000

Part II — Additional Information for PREFERRED Stock(To be completed **only** by Category (1) filers for foreign personal holding companies.)

(a) Description of each class of PREFERRED stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

For Paperwork Reduction Act Notice, see page 1 of the separate instructions.

Form **5471** (Rev. 1-99)

CAA 9 54711 NTF 20510

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Form 5471 (Rev. 1-99)

Schedule B	U.S. Shareholders of Foreign Corporation (See page 4 of the instructions.)
-------------------	---

(a) Name, address, and identifying number of shareholder	(b) Description of each class of stock held by shareholder (Note: This description should match the corresponding description entered in Schedule A, Part I, column (a).)	(c) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata share of subpart F income (enter as a percentage)
*W.R. GRACE & CO.-CONN. 7500 GRACE DRIVE COLUMBIA, MD 21044 13-5114230	COMMON	4,000	4,000	
*A WHOLLY OWNED SUBSIDIARY OF W. R. GRACE & CO.				

Schedule C	Income Statement (See page 4 of the instructions.)
-------------------	---

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

		Functional Currency	U.S. Dollars
Income	1a Gross receipts or sales	1a	
	b Returns and allowances	1b	
	c Subtract line 1b from line 1a	1c	0 . 0 .
	2 Cost of goods sold	2	
	3 Gross profit (subtract line 2 from line 1c)	3	0 . 0 .
	4 Dividends	4	
	5 Interest	5	2,024 . 466 .
	6 Gross rents, royalties, and license fees	6	
	7 Net gain or (loss) on sale of capital assets	7	
8 Other income (attach schedule) SEE STATEMENT. 1	8	-60,254 . -13,866 .	
9 Total income (add lines 3 through 8)	9	-58,230 . -13,400 .	
Deductions	10 Compensation not deducted elsewhere	10	714,788 . 164,494 .
	11 Rents, royalties, and license fees	11	158,357 . 36,443 .
	12 Interest	12	194,528 . 44,767 .
	13 Depreciation not deducted elsewhere	13	152,911 . 35,189 .
	14 Depletion	14	
	15 Taxes (exclude provision for income, war profits, and excess profits taxes)	15	
	16 Other deductions (attach schedule -- exclude provision for income, war profits, and excess profits taxes) SEE STATEMENT. 2	16	-1,276,319 . -293,719 .
	17 Total deductions (add lines 10 through 16)	17	-55,735 . -12,826 .
Net income	18 Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9)	18	-2,495 . -574 .
	19 Extraordinary items and prior period adjustments (see instructions)	19	
	20 Provision for income, war profits, and excess profits taxes (see instructions)	20	227,810 . 52,426 .
	21 Current year net income or (loss) per books (line 18 plus line 19 minus line 20)	21	-230,305 . -53,000 .

000417 08/29/2001W. R. GRACE & CO. & SUBSIDIARIES

GRACE SP. ZOO.

65-0773649

Form 5471 (Rev. 1-99)

Page 3

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See page 4 of instructions.)

(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			
2			
3			
4			
5			
6			
7			
8 Total			0.

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash	1	-39,626.	10,587.
2a Trade notes and accounts receivable	2a	668.	668.
b Less allowance for bad debts	2b	(20,583.)	(-11,511.)
3 Inventories	3	74,977.	4,800.
4 Other current assets (attach schedule)	4	12,635.	40,150.
5 Loans to stockholders and other related persons	5		
6 Investment in subsidiaries (attach schedule)	6		
7 Other investments (attach schedule)	7	0.	0.
8a Buildings and other depreciable assets	8a	175,124.	193,828.
b Less accumulated depreciation	8b	(31,572.)	(60,901.)
9a Depletable assets	9a		
b Less accumulated depletion	9b	()	()
10 Land (net of any amortization)	10		
11 Intangible assets:			
a Goodwill	11a		
b Organization costs	11b		
c Patents, trademarks, and other intangible assets	11c		
d Less accumulated amortization for lines 11a, b, and c	11d	()	()
12 Other assets (attach schedule)	12	0.	0.
13 Total assets	13	171,623.	200,643.
Liabilities and Stockholders' Equity			
14 Accounts payable	14	55,628.	55,629.
15 Other current liabilities (attach schedule)	15	109,643.	194,561.
16 Loans from stockholders and other related persons	16		
17 Other liabilities (attach schedule)	17	-5,431.	-5,431.
18 Capital stock:			
a Preferred stock	18a		
b Common stock	18b	97,092.	97,093.
19 Paid-in or capital surplus (attach reconciliation)	19	0.	0.
20 Retained earnings	20	-85,309.	-141,209.
21 Less cost of treasury stock	21	()	()
22 Total liabilities and stockholders' equity	22	171,623.	200,643.
Does the foreign corporation have an interest in a partnership or trust?			Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

CAA 9 54713 NTF 20512

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GRACE SP. ZOO.

65-0773649

Form 5471 (Rev. 1-99)

Page 4

Schedule H Current Earnings and Profits (See page 5 of the instructions. Enter the amounts on lines 1 through 5c in functional currency.)

1	Current year net income or (loss) per foreign books of account.	1	-230,305.
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
		Net Additions	Net Subtractions
a	Capital gains or losses		
b	Depreciation and amortization		
c	Depletion		
d	Investment or incentive allowance		
e	Charges to statutory reserves		
f	Inventory adjustments		
g	Taxes	227,810.	
h	Other (attach schedule)	0.	0.
3	Total net additions	227,810.	
4	Total net subtractions		0.
5a	Current earnings and profits (line 1 plus line 3 minus line 4)	5a	-2,495.
b	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)	5b	
c	Combine lines 5a and 5b	5c	-2,495.
d	Current earnings and profits in U.S. dollars (line 5c translated at the exchange rate as defined in section 989(b) and the related regulations)(see instructions)	5d	-574.
Enter exchange rate used for line 5d ▶		0.2301300	

Schedule I Summary of Shareholder's Income From Foreign Corporation (See page 5 of the instructions.)

1	Subpart F income (line 40b, Worksheet A in the instructions)	1	
2	Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	2	
3	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5	Factoring income	5	
6	Total of lines 1 through 5. Enter here and on your income tax return	6	0.
7	Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8	Exchange gain or (loss) on a distribution of previously taxed income	8	

- Was any income of the foreign corporation blocked? Yes ☐ No ☒
- Did any become unblocked during the tax year (see section 964(b))? Yes ☐ No ☒

If the answer to either question is "Yes," attach an explanation.

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000417 08/29/2001

**SCHEDULE J
(Form 5471)**(Rev. January 1999)
Department of the Treasury
Internal Revenue Service**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

► Attach to Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE SP. ZOO.

Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
			(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1 Balance at beginning of year	2,049,407.					2,049,407.
2a Current year E&P						
b Current year deficit in E&P	2,493.					
3 Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	2,046,914.					
4 Amounts included under section 951(a) or reclassified under sec. 959(c) in current year						
5a Actual distributions or reclassifications of previously taxed E&P						
b Actual distributions of nonpreviously taxed E&P						
6a Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
b Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	2,046,914.	0.				
7 Balance at end of year (Enter amount from line 6a or line 6b, whichever is applicable)	2,046,914.	0.	0.	0.	0.	2,046,914.

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Schedule J (Form 5471) (Rev. 1-99)

CAA 9 5471J1 NTF 20884

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000417 08/29/2001

**SCHEDULE M
(Form 5471)**(Rev. January 1999)
Department of the Treasury
Internal Revenue Service**Transactions Between Controlled Foreign Corporation and
Shareholders or Other Related Persons**

OMB No. 1545-0704

▶ Attach to Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

GRACE SP. ZOO.

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals (in U.S. dollars) for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). Translate all amounts from functional currency to U.S. dollars using the appropriate exchange rate for the tax year of the foreign corporation. See page 9 of the instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ▶ Polish Zloty 0.2301300

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade (inventory)					
2 Sales of property rights (patents, trademarks, etc.)					
3 Compensation received for technical, managerial, engineering, construction, or like services.			570,340.		
4 Commissions received					
5 Rents, royalties, and license fees received.					
6 Dividends received (exclude deemed distributions under subpart F and distributions of previously taxed income).					
7 Interest received					
8 Premiums received for insurance or reinsurance.					
9 Add lines 1 through 8	0.	0.	570,340.	0.	0.
10 Purchases of stock in trade (inventory)					
11 Purchases of tangible property other than stock in trade					
12 Purchases of property rights (patents, trademarks, etc.)					
13 Compensation paid for technical, managerial, engineering, construction, or like services.					
14 Commissions paid.					
15 Rents, royalties, and license fees paid					
16 Dividends paid					
17 Interest paid					
18 Add lines 10 through 17	0.	0.	0.	0.	0.
19 Amounts borrowed (enter the maximum loan balance during the year) -- see instructions . .					
20 Amounts loaned (enter the maximum loan balance during the year) -- see instructions . .					

For Paperwork Reduction Act Notice, see page 1 of the instructions for Form 5471.

Schedule M (Form 5471) (Rev. 1-99)

CAA 9 5471M1 NTF 20515A

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W. R. GRACE & CO. & SUBSIDIARIES
GRACE SP. ZOO.

Statement 1
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
-----	-----	-----
OTHER INCOME	-60,254	-13,866
	-----	-----
Total	-60,254	-13,866
	=====	=====

000417 08/29/2001
W. R. GRACE & CO. & SUBSIDIARIES
GRACE SP. ZOO.

Statement 2
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
PROFESSIONAL, CORPORATION	370,394	85,239
ADVERTISING	220,077	50,646
GENERAL STATIONARY AND SU	48,558	11,175
TELEPHONE COMMUNICATIONS	394,059	90,685
OPERATING COSTS	75,950	17,478
UTILITIES	957	220
INSURANCE	1,681	387
SERVICE CHARGES	92,965	21,394
EXPENSE TRANSFERS	-2,480,978	-570,947
OTHER DEDUCTIONS	18	4
Total	-1,276,319	-293,719

000417 08/29/2001
W. R. GRACE & CO. & SUBSIDIARIES
GRACE SP. ZOO.

Statement 3
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
-----	-----	-----
OTHER PREPAYMENTS AND OTH	12,635	40,150
	-----	-----
Total	12,635	40,150
	=====	=====

000417 08/29/2001
W. R. GRACE & CO. & SUBSIDIARIES
GRACE SP. ZOO.

Statement 4
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
-----	-----	-----
ACCEPTANCE PAYABLE	40,301	40,301
INCOME TAXES PAYABLE	-3,398	-1,774
ACCRUED CURRENT LIABILITI	-7,365	15,363
OTHER CURRENT LIABILITIES	206,805	141,817
INTER CORPORATE BAL. WITH	-126,700	-1,146
	-----	-----
Total	109,643	194,561
	=====	=====

000417 08/29/2001
W. R. GRACE & CO. & SUBSIDIARIES
GRACE SP. ZOO.

Statement 5
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 17 -- Other Liabilities

Detail Description	Beginning	Ending
-----	-----	-----
NON CURRENT DEFERRED TAX	-5,431	-5,431
	-----	-----
Total	-5,431	-5,431
	=====	=====

000758 08/29/2001

Form **5471**

(Rev. January 1999)

Department of the Treasury
Internal Revenue Service**Information Return of U.S. Persons With
Respect To Certain Foreign Corporations**

▶ See separate instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by
section 898) (see instructions) beginning 01/01, 2000, and ending 12/31, 2000

OMB No. 1545-0704

File in Duplicate(see **When and
Where To File** in the
instructions)

Name of person filing this return W. R. GRACE & CO. & SUBSIDIARIES		A Identifying number 65-0773649
Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address) 5400 BROKEN SOUND BLVD. - SUITE 300		B Category of filer (See page 2 of the instructions. Check applicable box(es)): (1) <input type="checkbox"/> (2) <input type="checkbox"/> (3) <input type="checkbox"/> (4) <input checked="" type="checkbox"/> (5) <input checked="" type="checkbox"/>
City or town, state, and ZIP code BOCA RATON, FL 33487		C Enter the total percentage of voting stock of the foreign corporation you owned at the end of its annual accounting period 51.000000 %
Filer's tax year beginning 01/01, 2000, and ending 12/31, 2000		

D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information **MUST** be in the English language. All amounts **MUST** be stated in U.S. dollars unless otherwise indicated.

Enter the foreign corporation's functional currency ▶ Rubles

1a Name and address of foreign corporation A/O GRACE KRIZ (RUSSIA) KALININSK 412450 RUSSIA		b Employer identification number, if any	
		c Country under whose laws incorp. RUSSIA	
d Date of incorporation 12/27/94	e Principal place of business RUSSIA	f Principal business activity code number (NEW) 325900	g Principal business activity OTHER CHEMICAL PRODUCT MFG

2 Provide the following information for the foreign corporation's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States	b If a U.S. income tax return was filed, please show:	
	(i) Taxable income or (loss)	(ii) U.S. income tax paid (after all credits)
c Name and address of foreign corporation's statutory or resident agent in country of incorporation	d Name and address (including corporate department, if applicable) of person (or persons) with custody of books & records of the foreign corporation, and the location of such books and records, if different J PEACH c/o DAREX UK LTD., AJAX AVENUE, SLOUGH, BERKSHIRE SL1 4BH, UNITED KINGDOM	

Schedule A Stock of the Foreign Corporation**Part I -- ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
ORDINARY	283,200	283,200

Part II -- Additional Information for PREFERRED Stock(To be completed **only** by Category (1) filers for foreign personal holding companies.)

(a) Description of each class of PREFERRED stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

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CAA 9 54711 NTF 20510

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000/58 08/29/2001

W. R. GRACE & CO. & SUBSIDIARIES

A/O GRACE KRIZ (RUSSIA)

65-0773649

Form 5471 (Rev. 1-99)

Page 3

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See page 4 of instructions.)

(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			
2 RUSSIA	1,466,000,000.	0.0000400	58,640.
3			
4			
5			
6			
7			
8 Total			58,640.

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash		23,894.	31,560.
2a Trade notes and accounts receivable		24,189.	20,000.
b Less allowance for bad debts		()	()
3 Inventories		140,524.	139,720.
4 Other current assets (attach schedule) SEE STATEMENT 3		2,765.	3,080.
5 Loans to stockholders and other related persons			
6 Investment in subsidiaries (attach schedule)			
7 Other investments (attach schedule)			0.
8a Buildings and other depreciable assets		142,183.	150,640.
b Less accumulated depreciation		()	()
9a Depletable assets			
b Less accumulated depletion		()	()
10 Land (net of any amortization)			
11 Intangible assets:			
a Goodwill			
b Organization costs		0.	0.
c Patents, trademarks, and other intangible assets		147.	160.
d Less accumulated amortization for lines 11a, b, and c		()	()
12 Other assets (attach schedule)			0.
13 Total assets		333,702.	345,160.
Liabilities and Stockholders' Equity			
14 Accounts payable		10,804.	5,360.
15 Other current liabilities (attach schedule) SEE STATEMENT 4		0.	5,600.
16 Loans from stockholders and other related persons			
17 Other liabilities (attach schedule)			0.
18 Capital stock:			
a Preferred stock			
b Common stock		104,428.	113,280.
19 Paid-in or capital surplus (attach reconciliation)		65,671.	71,240.
20 Retained earnings		152,799.	149,680.
21 Less cost of treasury stock		()	()
22 Total liabilities and stockholders' equity		333,702.	345,160.
Does the foreign corporation have an interest in a partnership or trust?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

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W. R. GRACE & CO. & SUBSIDIARIES

A/O GRACE KRIZ (RUSSIA)

65-0773649

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Page 4

Schedule H **Current Earnings and Profits** (See page 5 of the instructions. Enter the amounts on lines 1 through 5c in functional currency.)

1	Current year net income or (loss) per foreign books of account	1	3,300,000,000.
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
	a Capital gains or losses		
	b Depreciation and amortization		
	c Depletion		
	d Investment or incentive allowance		
	e Charges to statutory reserves		
	f Inventory adjustments		
	g Taxes		
	h Other (attach schedule)		
		0.	0.
3	Total net additions	0.	
4	Total net subtractions	0.	
5a	Current earnings and profits (line 1 plus line 3 minus line 4)	5a	3,300,000,000.
b	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)	5b	
c	Combine lines 5a and 5b	5c	3,300,000,000.
d	Current earnings and profits in U.S. dollars (line 5c translated at the exchange rate as defined in section 989(b) and the related regulations)(see instructions)	5d	132,000.
	Enter exchange rate used for line 5d ▶		0.0000400

Schedule I **Summary of Shareholder's Income From Foreign Corporation** (See page 5 of the instructions.)

1	Subpart F income (line 40b, Worksheet A in the instructions)	1	
2	Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	2	
3	Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4	Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5	Factoring income	5	
6	Total of lines 1 through 5. Enter here and on your income tax return	6	0.
7	Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8	Exchange gain or (loss) on a distribution of previously taxed income	8	

- Was any income of the foreign corporation blocked? Yes ☐ No ☒
- Did any become unblocked during the tax year (see section 964(b))? Yes ☐ No ☒
- If the answer to either question is "Yes," attach an explanation.

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**SCHEDULE J
(Form 5471)**(Rev. January 1999)
Department of the Treasury
Internal Revenue Service**Accumulated Earnings and Profits (E&P)
of Controlled Foreign Corporation**

OMB No. 1545-0704

▶ Attach to Form 5471.

Name of person filing Form 5471

W. R. GRACE & CO. & SUBSIDIARIES

Identifying number

65-0773649

Name of foreign corporation

A/O GRACE KRIZ (RUSSIA)

	Important. Enter amounts in functional currency.	(a) Post-1986 Undistributed Earnings (post-86 section 959(c)(3) balance)	(b) Pre-1987 E&P Not Previously Taxed (pre-87 section 959(c)(3) balance)	(c) Previously Taxed E&P (see instructions) (sections 959(c)(1) and (2) balances)			(d) Total Section 964(a) E&P (combine columns (a), (b), and (c))
				(i) Earnings Invested in U.S. Property	(ii) Earnings Invested in Excess Passive Assets	(iii) Subpart F Income	
1	Balance at beginning of year	3,676,000,000.					3,676,000,000.
2a	Current year E&P	3,300,000,000.					
b	Current year deficit in E&P						
3	Total current and accumulated E&P not previously taxed (line 1 plus line 2a, minus line 2b)	6,976,000,000.					
4	Amounts included under section 951(a) or reclassified under sec. 959(c) in current year						
5a	Actual distributions or reclassifications of previously taxed E&P						
b	Actual distributions of nonpreviously taxed E&P						
6a	Balance of previously taxed E&P at end of year (line 1 plus line 4, minus line 5a)			0.	0.	0.	
b	Balance of E&P not previously taxed at end of year (line 3 minus line 4, minus line 5b)	6,976,000,000.	0.				
7	Balance at end of year (Enter amount from line 6a or line 6b, whichever is applicable)	6,976,000,000.	0.	0.	0.	0.	6,976,000,000.

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Schedule J (Form 5471) (Rev. 1-99)

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W. R. GRACE & CO. & SUBSIDIARIES
A/O GRACE KRIZ (RUSSIA)

Statement 1
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Income

Description	Functional Currency	U.S. Dollars
-----	-----	-----
OTHER INCOME	126,000,000	5,040
	-----	-----
Total	126,000,000	5,040
	=====	=====

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W. R. GRACE & CO. & SUBSIDIARIES
A/O GRACE KRIZ (RUSSIA)

Statement 2
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 2 Schedules

Other Deductions

Description	Functional Currency	U.S. Dollars
-----	-----	-----
TELEPHONE COMMUNICATIONS	489,000,000	19,560
	-----	-----
Total	489,000,000	19,560
	=====	=====

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A/O GRACE KRIZ (RUSSIA)

Statement 3
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 4 -- Other Current Assets

Detail Description	Beginning	Ending
Other Current Assets-Beg. of P	2,765	
OTHER PREPAYMENTS AND OTH		3,080
Total	2,765	3,080

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A/O GRACE KRIZ (RUSSIA)

Statement 4
65-0773649

Tax Year Ended 12/31/2000

Form 5471 Page 3 Schedules

Schedule F, line 15 -- Other Current Liabilities

Detail Description	Beginning	Ending
INCOME TAXES PAYABLE		4,160
ACCRUED CURRENT LIABILITI		400
INDEMNITIES, PENSIONS AND		1,040
Total	0	5,600

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Form **5471**

(Rev. January 1999)

Department of the Treasury
Internal Revenue Service**Information Return of U.S. Persons With
Respect To Certain Foreign Corporations**

▶ See separate Instructions.

Information furnished for the foreign corporation's annual accounting period (tax year required by
section 898) (see instructions) beginning 01/01, 2000, and ending 12/31, 2000

OMB No. 1545-0704

File In Duplicate(see **When and
Where To File** in the
instructions)

Name of person filing this return

W. R. GRACE & CO. & SUBSIDIARIES

A Identifying number

65-0773649

Number, street, & room or suite no. (or P.O. box no. if mail is not delivered to street address)

5400 BROKEN SOUND BLVD. - SUITE 300

B Category of filer (See page 2 of the instructions. Check applicable
box(es)): (1) ☐ (2) ☐ (3) ☐ (4) ☒ (5) ☒

City or town, state, and ZIP code

BOCA RATON, FL 33487

C Enter the total percentage of voting stock of the foreign corporation
you owned at the end of its annual accounting period 100%

Filer's tax year beginning 01/01, 2000, and ending 12/31, 2000

D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director

Important: Fill in all applicable lines and schedules. All information **MUST** be in the English language. All amounts **MUST** be stated in U.S. dollars unless otherwise indicated.

Enter the foreign corporation's functional currency ▶ Rubles

1a Name and address of foreign corporationDAREX CIS LLC
ULITSA SMOLNAYA 24/D, 8TH FLOOR
MOSCOW, RUSSIAN FEDERATION 125445**b** Employer identification number, if any**c** Country under whose laws incorp.
CIS**d** Date of incorporation

3/25/98

e Principal place of business

RUSSIA

f Principal business activity
code number (NEW)

325900

g Principal business activity
OTHER CHEMICALS
PRODUCT MFG**2** Provide the following information for the foreign corporation's accounting period stated above.**a** Name, address, and identifying number of branch office or agent
(if any) in the United States**b** If a U.S. income tax return was filed, please show:

(i) Taxable income or (loss)

(ii) U.S. income tax paid
(after all credits)**c** Name and address of foreign corporation's statutory or resident
agent in country of incorporation**d** Name and address (including corporate department, if applicable) of
person (or persons) with custody of books & records of the foreign
corporation, and the location of such books and records, if different**Schedule A Stock of the Foreign Corporation****Part I -- ALL Classes of Stock**

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
RUBLES	1,535,220	1,535,220

Part II -- Additional Information for PREFERRED Stock(To be completed **only** by Category (1) filers for foreign personal holding companies.)

(a) Description of each class of PREFERRED stock (Note: This description should match the corresponding description entered in Part I, column (a).)	(b) Par value in functional currency	(c) Rate of dividend	(d) Indicate whether stock is cumulative or noncumulative

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Form **5471** (Rev. 1-99)

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DAREX CIS LLC

65-0773649

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Page 3

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (See page 4 of instructions.)

(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			
2 RUSSIA	4,092,619,000.	0.0000352	144,060.
3			
4			
5			
6			
7			
8 Total			144,060.

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash		1 377,254.	744,644.
2a Trade notes and accounts receivable		2a 80,459.	78,679.
b Less allowance for bad debts		2b ()	(-1,283.)
3 Inventories		3 79,375.	102,484.
4 Other current assets (attach schedule) SEE STATEMENT 3		4 13,016.	10,305.
5 Loans to stockholders and other related persons		5	
6 Investment in subsidiaries (attach schedule)		6	
7 Other investments (attach schedule)		7 0.	0.
8a Buildings and other depreciable assets		8a 6,843.	14,028.
b Less accumulated depreciation		8b (556.)	(2,009.)
9a Depletable assets		9a	
b Less accumulated depletion		9b ()	()
10 Land (net of any amortization)		10	
11 Intangible assets:			
a Goodwill		11a	
b Organization costs		11b	
c Patents, trademarks, and other intangible assets		11c	
d Less accumulated amortization for lines 11a, b, and c		11d ()	()
12 Other assets (attach schedule)		12 0.	0.
13 Total assets		13 556,391.	949,414.
Liabilities and Stockholders' Equity			
14 Accounts payable		14 1,839.	7,070.
15 Other current liabilities (attach schedule) SEE STATEMENT 4		15 -423.	-25,341.
16 Loans from stockholders and other related persons		16	
17 Other liabilities (attach schedule)		17 0.	0.
18 Capital stock:			
a Preferred stock		18a	
b Common stock		18b 56,803.	61,409.
19 Paid-in or capital surplus (attach reconciliation)		19 0.	0.
20 Retained earnings		20 498,172.	906,276.
21 Less cost of treasury stock		21 ()	()
22 Total liabilities and stockholders' equity		22 556,391.	949,414.
Does the foreign corporation have an interest in a partnership or trust?			Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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